

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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|----------------------------|---|-------------------------|
| In re | § | |
| | § | |
| BIGLER LP; | § | Case No. 09-38188 |
| BIGLER LAND, LLC; | § | Case No. 09-38189 |
| BIGLER PETROCHEMICAL, LP; | § | Case No. 09-38190 |
| BIGLER PLANT SERVICES, LP; | § | Case No. 09-38192 |
| BIGLER TERMINALS, LP | § | Case No. 09-38194 |
| | § | |
| | § | Chapter 11 |
| Debtors. | § | |
| | § | JOINTLY ADMINISTERED |
| | § | UNDER CASE NO. 09-38188 |

| | | |
|-----------------------------------|---|------------------------|
| Amegy Bank National Association | § | |
| | § | |
| Plaintiff | § | |
| | § | |
| v. | § | Adv. Pro. No. 10-03304 |
| | § | |
| Brazos M&E, Ltd., <i>et al.</i> , | § | |
| | § | |
| Defendants. | § | |
| | § | |

**STIPULATION AND ORDER REGARDING SUPERIORITY OF AMEGY'S LIENS
AND DISMISSAL OF ADVERSARY PROCEEDING AS TO CCC GROUP, INC.**

Amegy Bank National Association ("Amegy"), Plaintiff in the above captioned adversary proceeding, and Defendant CCC Group, Inc. ("CCC Group") (collectively "Parties") hereby stipulate and agree as follows:

WHEREAS, on October 30, 2009 (the "Petition Date"), each of Bigler LP ("Bigler"), Bigler Land, LLC ("Land"), Bigler Petrochemical, LP, Bigler Plant Services, LP and Bigler Terminals, LP (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas;

WHEREAS, on December 9, 2009, the Court entered its Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363 and 364 (i) Approving Use of Cash Collateral; (ii) Granting Adequate Protection to Certain Prepetition Secured Parties; (iii) Authorizing Debtors to (a) Obtain Post-Petition Financing, and (b) Grant Senior Liens, Junior Liens and Superpriority Administrative Expense Status; and (iv) Granting Related Relief [Doc. No. 123] (the "Financing");

Order"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Financing Order;

WHEREAS, CCC Group filed a mechanic's lien in the real property records of Harris County, Texas under Clerk's File No. 20090421036 on September 15, 2009 in the amount of \$3,294,070.00; and

WHEREAS, the Parties to this Stipulation and Order are in agreement as to the priority of the Parties' lien claims on the Debtors' assets and have agreed to the stipulation and agreement set forth herein.

NOW, THEREFORE, THE PARTIES HERETO STIPULATE AND AGREE AS FOLLOWS:

1. Any and all liens, security interests, claims, rights and interests owned, claimed, held, filed, or to be owned, claimed, held or filed by CCC Group, including, but not limited to, that certain mechanic's lien filed on September 15, 2009 in the real property records of Harris County, Texas under clerk's file number 20090421036 and any and all constitutional liens, against any and all of the Debtors' real property and improvements now or hereafter located thereon or against any other assets of Debtors (collectively, the "Property") are and shall be at all times junior, inferior and subordinate in all respects to the Pre-Petition Liens, the Replacement Liens and the DIP Liens granted to Amegy, for itself as a lender and as the Pre-Petition Agent, under the Pre-Petition Loan Documents and the DIP Documents. The above described liens held or filed by CCC Group shall be at all times junior, inferior and subordinate only to the extent, and not to exceed the amounts owed to Amegy as a lender and as the Pre-Petition Agent as outlined in the Financing Order signed on December 9, 2009, including but not limited to the Pre-Petition Obligations, the DIP Obligations, and the amount of any diminution in value with respect to the Pre-Petition Obligations.

2. Pursuant to Fed. R. Civ. P. 41(a), made applicable to this proceeding by Fed. R. Bankr. P. 7041, CCC Group, Inc. is hereby dismissed from the instant adversary proceeding, with each of the parties to bear their own costs, fees and expenses.

IT IS SO ORDERED.

SIGNED this _____ day of _____, 2010.

HONORABLE JEFF BOHM
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND SUBMITTED BY:



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